

Jones, J

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

HUGH JOHN TULLY and PENELOPE CAROL
TULLY, on behalf of themselves and all others
similarly situated,

Plaintiffs,

vs.

THE CHARLES SCHWAB CORPORATION,
SCHWAB INVESTMENTS, CHARLES
SCHWAB & CO. INC., CHARLES SCHWAB
INVESTMENT MANAGEMENT, INC.,
CHARLES R. SCHWAB, EVELYN DILSAVER,
RANDALL W. MERK and GEORGE PEREIRA,

Defendants.

Case No. 08-CV-3652 (BSJ)(MHD)

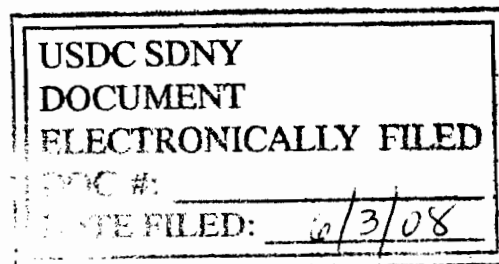
**STIPULATION AND [PROPOSED]
ORDER RE: TRANSFER OF VENUE
TO THE NORTHERN DISTRICT OF
CALIFORNIA**

WHEREAS, this action was filed on April 16, 2008, asserting claims against defendants under Section 11, Section 12(a) and Section 15 of the Securities Act of 1933;

WHEREAS, seven other actions have been filed since March 18, 2008, involving identical claims and substantially overlapping parties and those actions are pending in the United States District Courts for the Northern District of California and the District of Massachusetts;

WHEREAS, on May 13, 2008, defendants moved this Court for an Order, pursuant to 28 U.S.C. § 1404(a), transferring this action to the United States District Court for the Northern District of California;

WHEREAS, plaintiffs have agreed to stipulate to the transfer of this action to the Northern District of California;

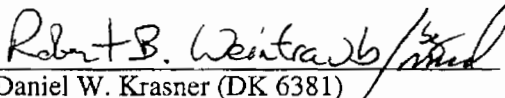


IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned attorneys for the respective parties to the above-captioned action, that pursuant to 28 U.S.C. § 1404(a), this action is transferred to the United States District Court for the Northern District of California.

SO STIPULATED.

Dated: May 30, 2008

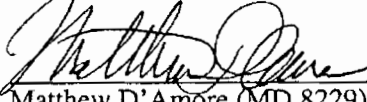
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Dated: May 30, 2008

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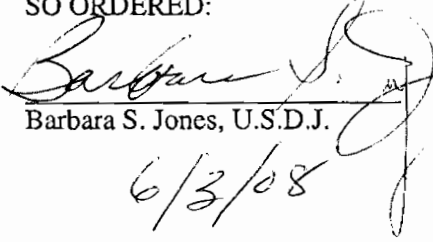
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The Court finds that venue would be proper
in the Northern District of California, that a transfer would
serve the convenience of the parties & witnesses, and that a
transfer would promote the
interest of justice

SO ORDERED:


Barbara S. Jones, U.S.D.J.

6/3/08